

**EXHIBIT A**

**DuaneMorris**

FIRM and AFFILIATE OFFICES

NEW YORK  
 LONDON  
 SINGAPORE  
 LOS ANGELES  
 CHICAGO  
 HOUSTON  
 HANOI  
 PHILADELPHIA  
 SAN DIEGO  
 SAN FRANCISCO  
 BALTIMORE  
 BOSTON  
 WASHINGTON, DC  
 LAS VEGAS  
 ATLANTA  
 MIAMI  
 PITTSBURGH  
 NEWARK  
 BOCA RATON  
 WILMINGTON  
 CHERRY HILL  
 LAKE TAHOE  
 HO CHI MINH CITY

June 06, 2012

CHARLES FREEDGOOD  
 MANAGING DIRECTOR  
 JP MORGAN CHASE & CO.  
 380 MADISON AVENUE  
 NEW YORK, NY 10017

W.R. GRACE &amp; CO.

File# K0248-00001

Invoice# 1766843

IRS# 23-1392502

FOR PROFESSIONAL SERVICES RECORDED  
 THROUGH 05/31/2012 IN CONNECTION  
 WITH THE ABOVE-CAPTIONED MATTER.

|              |            |              |          |        |            |                   |
|--------------|------------|--------------|----------|--------|------------|-------------------|
| MR LASTOWSKI | PARTNER    | 2.90 hrs. at | \$780.00 | /hr. = | \$2,262.00 |                   |
| WS KATCHEN   | OF COUNSEL | 0.60 hrs. at | \$875.00 | /hr. = | \$525.00   |                   |
| S LENKIEWICZ | PARALEGAL  | 1.70 hrs. at | \$185.00 | /hr. = | \$314.50   |                   |
|              |            |              |          |        |            | <u>\$3,101.50</u> |

|   |                 |
|---|-----------------|
| DISBURSEMENTS                           |                 |
| COLOR PRINTING & DUPLICATING - INTERNAL | \$1.47          |
| OVERNIGHT MAIL                          | \$21.55         |
| POSTAGE                                 | \$111.40        |
| PRINTING & DUPLICATING                  | \$139.20        |
| PRINTING & DUPLICATING - EXTERNAL       | \$240.60        |
| TOTAL DISBURSEMENTS                     | <u>\$514.22</u> |

|                          |                   |
|--------------------------|-------------------|
| BALANCE DUE THIS INVOICE | <u>\$3,615.72</u> |
|--------------------------|-------------------|

File # K0248-00001

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W.R. GRACE & CO.

| DATE      | TASK | TIMEKEEPER   |   | HOURS | VALUE    |
|-----------|------|--------------|---|-------|----------|
| 5/18/2012 | 008  | MR LASTOWSKI | REVIEW MOTION TO APPROVE 2012<br>LONG TERM INCENTIVE PLAN | 0.20  | \$156.00 |
|           |      |              | Code Total  | 0.20  | \$156.00 |

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W.R. GRACE & CO.

| <b>DATE</b> | <b>TASK</b> | <b>TIMEKEEPER</b> |   | <b>HOURS</b> | <b>VALUE</b> |
|-------------|-------------|-------------------|---|--------------|--------------|
| 5/1/2012    | 012         | S LENKIEWICZ      | FINALIZE DUANE MORRIS 43RD<br>QUARTERLY FEE APPLICATION (.2);<br>PREPARE EXHIBITS FOR EFILING<br>(.2); FINALIZE COS (.1); EFILE 43RD<br>QUARTERLY FEE APPLICATION (.2);<br>PREPARE AS-FILED COPY AND<br>COORDINATE SERVICE OF SAME<br>(.2); CALENDAR DEADLINES (.1) | 1.00         | \$185.00     |
| 5/8/2012    | 012         | S LENKIEWICZ      | PREPARE DUANE MORRIS 123RD<br>MONTHLY FEE APPLICATION AND<br>EXHIBIT (.5); FORWARD SAME TO<br>D. MARRA WITH FILING<br>INSTRUCTIONS FOR MAY 25 (.2)  | 0.70         | \$129.50     |
| Code Total  |             |                   |   | 1.70         | \$314.50     |

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W.R. GRACE & CO.

| <u>DATE</u> | <u>TASK</u> | <u>TIMEKEEPER</u> | <u>HOURS</u>   | <u>VALUE</u>     |
|-------------|-------------|-------------------|--|------------------|
| 5/18/2012   | 015         | MR LASTOWSKI      | REVIEW AGENDA NOTICE FOR<br>5/23/12 HEARING AND REVIEW<br>AGENDA ITEMS | 0.60<br>\$468.00 |
|             |             |                   | Code Total   | 0.60<br>\$468.00 |

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| DATE       | TASK | TIMEKEEPER   |  | HOURS | VALUE      |
|------------|------|--------------|--|-------|------------|
| 5/1/2012   | 017  | MR LASTOWSKI | REVIEW STATUS OF APPEALS   | 0.40  | \$312.00   |
| 5/11/2012  | 017  | MR LASTOWSKI | REVIEW OBJECTION TO FAIR<br>HARBOR CAPITAL'S NOTICE OF<br>NON-DEFAULT CONTRACT RATE<br>OF INTEREST | 0.20  | \$156.00   |
| 5/16/2012  | 017  | MR LASTOWSKI | REVIEW FILINGS RE: APPEAL<br>STATUS  | 0.90  | \$702.00   |
| 5/21/2012  | 017  | MR LASTOWSKI | E-MAIL EXCHANGE WITH K.<br>PASQUALE RE: STATUS   | 0.10  | \$78.00    |
| 5/23/2012  | 017  | MR LASTOWSKI | REVIEW DOCKETS RE:APPEAL<br>STATUS   | 0.40  | \$312.00   |
| 5/24/2012  | 017  | MR LASTOWSKI | REVIEW THIRD CIRCUIT UPDATE  | 0.10  | \$78.00    |
| Code Total |      |              |  | 2.10  | \$1,638.00 |

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| <u>DATE</u> | <u>TASK</u> | <u>TIMEKEEPER</u> |   | <u>HOURS</u> | <u>VALUE</u> |
|-------------|-------------|-------------------|---|--------------|--------------|
| 5/8/2012    | 025         | WS KATCHEN        | REVIEW MEMO TO COMMITTEE.   | 0.20         | \$175.00     |
| 5/14/2012   | 025         | WS KATCHEN        | REVIEW CAPSTONE ANALYSIS -<br>CONFIDENTIAL ACQUISITION<br>(HELIOS). | 0.20         | \$175.00     |
| 5/30/2012   | 025         | WS KATCHEN        | REVIEW CAPSTONE REPORT.   | 0.20         | \$175.00     |
|             |             |                   | Code Total  | 0.60         | \$525.00     |
|             |             |                   | TOTAL SERVICES  | 5.20         | \$3,101.50   |

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| DATE       | DISBURSEMENTS  | AMOUNT   |
|------------|--|----------|
| 05/31/2012 | PRINTING & DUPLICATING - EXTERNAL  | 240.60   |
|            | Total:   | \$240.60 |
| 05/31/2012 | POSTAGE  | 111.40   |
|            | Total:   | \$111.40 |
| 05/01/2012 | OVERNIGHT MAIL PACKAGE SENT TO DAVID SIEGEL AT WR GRACE - COLUMBIA, MD FROM STEPHANIE LENKIEWICZ AT DUANE MORRIS LLP - WILMINGTON, DE (TRACKING #798344632810)                   | 9.32     |
| 05/01/2012 | OVERNIGHT MAIL PACKAGE SENT TO STEVE BOSSAY AT WARREN H. SMITH & ASSOCIATES - DALLAS, TX FROM STEPHANIE LENKIEWICZ AT DUANE MORRIS LLP - WILMINGTON, DE (TRACKING #798344637628) | 12.23    |
|            | Total:   | \$21.55  |
| 05/31/2012 | COLOR PRINTING & DUPLICATING - INTERNAL  | 1.47     |
|            | Total:   | \$1.47   |
| 05/31/2012 | PRINTING & DUPLICATING   | 139.20   |
|            | Total:   | \$139.20 |
|            | TOTAL DISBURSEMENTS  | \$514.22 |



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W.R. GRACE & CO.

**TIMEKEEPER**

| <b>NO.</b> | <b>NAME</b>  | <b>CLASS</b> | <b>HOURS</b> | <b>RATE</b> | <b>VALUE</b> |
|------------|--------------|--------------|--------------|-------------|--------------|
| 02394      | MR LASTOWSKI | PARTNER      | 2.90         | 780.00      | \$2,262.00   |
| 02602      | WS KATCHEN   | OF COUNSEL   | 0.60         | 875.00      | \$525.00     |
| 03723      | S LENKIEWICZ | PARALEGAL    | 1.70         | 185.00      | \$314.50     |
|            |              |              | 5.20         |             | \$3,101.50   |